

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

BROOKFIELD ASSET MANAGEMENT,  
INC., f/k/a Hees International Bancorp Inc.,  
and BRYSONS INTERNATIONAL, LTD.,  
f/k/a Brysons International Bank, Ltd.,

Plaintiffs,

-against-

AIG FINANCIAL PRODUCTS CORP. and  
AMERICAN INTERNATIONAL GROUP,  
INC.,

Defendants.

09 Civ. 8285 (PGG)

**DECLARATION OF JONATHAN E. PICKHARDT**

Jonathan E. Pickhardt states:

1. I am a partner with Quinn Emanuel Urquhart Oliver & Hedges LLP, counsel for Defendants AIG Financial Products Corp. and American International Group, Inc. ("AIG"). I submit this declaration in further support of Defendants' motion to dismiss.
2. True and correct copies of pages 5-8 of the 1992 ISDA Master Agreement are attached as Exhibit A.
3. True and correct copies of pages 5-8 and 11 of the 2002 ISDA Master Agreement are attached as Exhibit B.
4. A true and correct copy of page i of the User's Guide to the 1992 ISDA Master Agreements: 1993 Edition is attached as Exhibit C.
5. A true and correct copy of page 2 of the User's Guide to the 2002 ISDA Master Agreements: 2003 Edition is attached as Exhibit D.

6. True and correct copies of pages iv-v of the Code of Standard Wording, Assumptions and Provisions for Swaps: 1985 Edition are attached as Exhibit E.

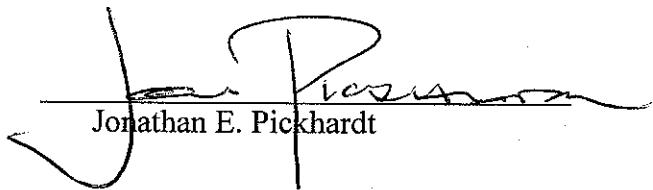
7. A true and correct copy of page 1 of the User's Guide to the Standard Form Agreements: 1987 Edition is attached as Exhibit F.

8. A true and correct copy of page 129 of AIG's Form 10-K annual report for 2007, filed February 28, 2008, is attached as Exhibit G.

I declare under penalty of perjury that the foregoing is true and correct.

Executed in New York, New York on February 23, 2010.

Respectfully submitted,

  
Jonathan E. Pickhardt